

RECORDATION NO 21225 - E FILED

JUL 7 '98

2-00PM

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OF COUNSEL
URBAN A. LESTER

July 7, 1998

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are two (2) copies of a Memorandum of Lease, dated as of July 7, 1998, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Lease which was previously filed with the Board under Recordation Number 21225.

The name and address of the party to the enclosed document are:

Lessor: NationsBanc Leasing Corporation
101 South Tryon Street
Charlotte, NC 28255

Lessee: Westlake Polymers Corporation
2801 Post Oak Boulevard
Houston, TX 77056

A description of the railroad equipment covered by the enclosed document is:

eighty-nine (89) railcars bearing WLPX reporting marks and road numbers set forth on Annex A to the Lease.

RECEIVED
SURFACE TRANSPORTATION
BOARD

JUL 7 2 00 PM '98

Counterpart -

Mr. Vernon A. Williams
July 7, 1998
Page 2

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/bg
Enclosures

JUL 7 '98

2-00PM

MEMORANDUM OF LEASE

On July 7, 1998, **NATIONSBANC LEASING CORPORATION**, a North Carolina corporation ("Lessor"), having its chief executive office at NationsBank Plaza, 101 South Tryon Street, NC1-002-38-20, Charlotte, North Carolina 28255 and **WESTLAKE POLYMERS CORPORATION**, a Delaware corporation ("Lessee"), having its chief executive office at 2801 Post Oak Boulevard, Houston, Texas 77056 entered into a schedule to the lease dated as of February 20, 1998 covering the railcars as identified in the attached Annex A.

IN WITNESS THEREOF, this Memorandum of Lease has been duly executed on this the 7th day of July, 1998.

NATIONSBANC LEASING CORPORATIONBy: M. Randall Ross

Name: M. Randall Ross

Title: Senior Vice President

WESTLAKE POLYMERS CORPORATIONBy: S.E. Fodo

Name: S.E. Fodo

Title: Treasurer

[illegible]

On this the 7th day of July, 1998, personally came before me M. Randall Ross, who, being by me duly sworn, says he is Senior Vice President of NATIONSBANC LEASING CORPORATION and that said writing was signed on the date hereof by him on behalf of said corporation by its authority duly given. And the said Senior Vice President acknowledged the said writing to be the act and deed of said corporation.

WITNESS my hand and notarial seal, this the 7th day of July, 1998.

SEAL

Carol M. Johnson

Notary Public

**Carol M. Johnson, Notary Public
Mecklenburg County, North Carolina
My Commission Expires 11/18/2002**

My commission expires: 11/18/2008

STATE OF TEXAS)

) SS:

COUNTY OF HARRIS)

On this the 7th day of July, 1998, personally came before me S.E. Fodo, who, being by me duly sworn, says he is Treasurer of WESTLAKE POLYMERS CORPORATION and that said writing was signed on the date hereof by him on behalf of said corporation by its authority duly given. And the said Treasurer acknowledged the said writing to be the act and deed of said corporation.

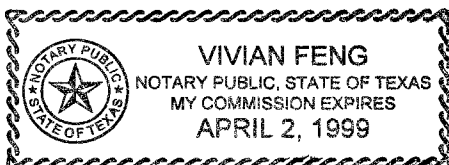
WITNESS my hand and notarial seal, this the 7th day of July, 1998.

SEAL

Vivian Zeng

Notary Public

My commission expires: April 2, 1999



Annex A

Description of Equipment

Page 1 of 2

<u>Quantity</u>	<u>Description</u>	<u>Car Mark</u>	<u>Car Nos.</u>	<u>Lessor's Total Equipment Cost</u>
88	ACF Industries Model CF5711 Center Flow Railcars	WLPX	44357 44363 44369- 44370 44424- 44425 44427- 44428 44433- 44440 44456 44464 44499 44519 44534 44567 44569- 44571 44578 44585- 44587 44597- 44606 44608- 44643 44654 44656 44658 44673- 44674 44679- 44681 44683 44685- 44688	\$5,000,000 (each)

Annex A

Description of Equipment

Page 2 of 2

<u>Quantity</u>	<u>Description</u>	<u>Car Mark</u>	<u>Car Nos.</u>	<u>Lessor's Total Equipment Cost</u>
1	ACF Industries Model CF5711 Center Flow Railcar	WLPX	60149	\$[REDACTED] (each)
	Total Lessor's Cost of Equipment			\$[REDACTED]